

**MINUTES OF THE MEETING OF
THE PARTNERSHIPS AND LIMITED LIABILITY COMPANIES COMMITTEE
OF THE BUSINESS LAW SECTION OF THE CALIFORNIA STATE BAR**

March 15, 2007

Ed Gartenberg, Chair of the Committee, called the meeting to order at 10:00 A.M. Members present were Ed Gartenberg, Chair, Eric Steinberger, Vice Chair, Charles McKee, Secretary, Brad Brigante, and Stephen Halper. Also present by invitation of the Chair were Allan Duboff, Executive Committee Liaison, and Derrick Britt, Corporations Committee Liaison.

I. Administrative Matters

A. Minutes. The Minutes of the meeting of February 15, 2007 were approved as submitted.

B. Membership. Ed Gartenberg reported that he had two persons that may be interested in becoming members of the Committee, and Eric Steinberger reported that he had one person that may be interested. Ed Gartenberg asked the members of the Committee to continue to recruit and recommend new prospective members at the next meeting.

B. Executive Committee. Allan Duboff reminded the Committee of that List Serve, the e-mail newsletter service of the Business Law Section, was available to provide information about matters within the Committee's area of expertise and updates on recent legal developments to persons who have expressed interest in receiving such information.

C. Corporations Committee. Derrick Britt reported that the Corporations Committee has just completed a review of pending legislation. One item that may be of interest to the Committee is AB 310 (Silva) that would amend Sections 16701, 16710.5, and 16914 of the Corporations Code. However, the modifications are only to correct cross references to other statutes.

II. Subcommittee Reports

A. Publications Subcommittee (Ed Gartenberg, Chair).

1. *CEB Selecting and Forming Business Entities.*

(a) Chapter 5, General Partnerships: Brad Rogerson. Brad Rogerson was not available to give a report.

(b) Chapter 8, Limited Partnerships: Ed Gartenberg and Ellis Wasson. Ed Gartenberg reported he had submitted the draft to CEB.

(c) Chapter 11, Limited Liability Companies: Charles McKee reported that the draft had been reviewed Allan Duboff, who provided invaluable comments. He reported that he had submitted the draft to CEB.

(d) Chapter 12, Converting to a Limited Liability Company: Brad Brigante reported that he was reviewing the final draft and would submit it to CEB soon.

2. *Guide to Forming and Operating a Limited Partnership in California*. Ed Gartenberg said that he would circulate a draft of his chapter on limited partnerships to the members of the Committee, and that may be a useful starting point from which the Committee could prepare the Guide. The members should review the chapter and discuss this at the next meeting.

B. Education Projects (Ed Gartenberg, Chair). Allan Duboff suggested that the Committee may wish to host a webinar (web seminar) on ReRULPA. Ed Gartenberg stated that he would use the List Serve to solicit interest in a webinar, and if sufficient interest is shown, then the Committee would undertake this project.

C. Webpage Subcommittee (Charles McKee, Chair). Charles McKee reported that he was unable to provide any updates to the webpage this last month, but that he would submit materials in the upcoming month.

III. Case Law Developments

Ed Gartenberg reported that he had circulated to the Committee materials regarding the Model Entity Transaction Act (“META”) that had been proposed by NCCUSL.

Ed Gartenberg announced for future meetings, the task of presenting case law developments would rotate among the members in alphabetical order. Brad Brigante agreed to present the case law developments at the April meeting.

IV. Other Business

Ed Gartenberg asked the Committee for suggestions as to projects that the members may be interested in undertaking during the remainder of this year. The work by members of the Committee on the CEB book *Selecting and Forming Business Entities* and the Committee’s work on the *Guide to Forming and Operating a Limited Partnership in California* represented substantial efforts in the area of publications. The Committee may wish to consider projects in the educational area, and the potential hosting of a webinar is a good effort in this regard. He asked the members to recommend other projects that the Committee should undertake.

There being no further business to come before the Committee, Ed Gartenberg declared the meeting adjourned at 10:30.